

AKIN GUMP STRAUSS HAUER &  
FELD LLP  
One Bryant Park  
New York, New York 10036  
(212) 872-1000 (Telephone)  
(212) 872-1002 (Facsimile)  
David M. Zensky  
Erik Preis  
Deborah J. Newman

*Counsel to the Second Lien Lender Defendants*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X
In re:	:
	:
	: Chapter 11
SUNEDISON, INC., <i>et al.</i> ,	: Case No. 16-10992 (SMB)
	: (Jointly Administered)
Debtors.	:
-----	X
	:
OFFICIAL COMMITTEE OF UNSECURED	: Adversary Proceeding
CREDITORS, on behalf of the estates of the Debtors,	: No. 16-01228 (SMB)
	:
Plaintiff,	:
v.	:
	:
WELLS FARGO BANK, N.A., <i>et al.</i> ,	:
	:
Defendants.	:
-----	X

**SECOND LIEN LENDER DEFENDANTS' RESPONSE  
TO THE ORDER TO SHOW CAUSE REGARDING REDACTED AND/OR SEALED  
DOCUMENTS**

The Second Lien Lender Defendants,<sup>1</sup> by and through their undersigned attorneys, hereby  
file this response to the Order to Show Cause directing parties to show cause why the

---

<sup>1</sup> The Second Lien Lender Defendants are identified in the *Notices of Appearance and Requests for Service of All Pleadings and Documents* [AP Docs. 23 & 63]. Capitalized terms not defined herein have the meanings ascribed to them in the *Joint Memorandum of Law of the Second Lien Defendants in Support of Their Motion to*

information and documents that have been redacted and/or filed under seal in the above-captioned adversary proceeding should not be unsealed. *See Notice of Hearing on Order To Show Cause* [AP Doc. 86] (the “Notice”).

As set forth in the Notice, the following documents have been redacted and/or filed under seal on the docket in the above-captioned adversary proceeding: *Adversary Complaint* [AP Docs. 1, 3]; *Amended Adversary Complaint* [AP Docs. 12, 13]; *Joint Memorandum of Law of the Second Lien Defendants in Support of Their Motion to Dismiss* [AP Doc. 25]; *Plaintiff’s Omnibus Opposition to Defendants’ Motions to Dismiss* [AP Docs. 35, 37]; *Declaration of Deborah J. Newman in Further Support of the Second Lien Defendants’ Motion to Dismiss* [AP Doc. 45]; *Joint Reply of the Second Lien Defendants in Further Support of Their Motion to Dismiss* [AP Doc. 46]; and *Prepetition First Lien Administrative Agent’s and Lenders’ Reply Memorandum of Law in Further Support of Motion to Dismiss* [AP Doc. 47] (collectively, the “Redacted and Sealed Documents”).

The Second Lien Lender Defendants do not contest the unsealing of the Redacted and Sealed Documents, with the exception of the portion of Exhibit D to the *Declaration of Deborah J. Newman in Further Support of the Second Lien Defendants’ Motion to Dismiss* [AP Doc. 45] (the “Newman Reply Declaration”) that includes tax identification, brokerage, and account number information that is entitled to protection from disclosure under the Federal Rules of Bankruptcy Procedure, and is not relevant to the matters at issue in the adversary proceeding. *See* 11 U.S.C. § 107(b); FED. R. BANKR. P. 9018; FED. R. BANKR. P. 9037 (providing for the protection of tax identification numbers and account numbers); *see also In re Borders Grp., Inc.*, 462 B.R. 42, 48 (Bankr. S.D.N.Y. 2011). Accordingly, the Second Lien Lender Defendants

---

*Dismiss* [AP Doc. 25] and the *Joint Reply of the Second Lien Defendants in Further Support of Their Motion to Dismiss* [AP Doc. 46].

request authorization to file a replacement version of Exhibit D to the Newman Reply Declaration that redacts this information and may be publicly filed on the docket. The Second Lien Lender Defendants have conferred with the Creditors' Committee, and understand that the Creditors' Committee does not object to this request.<sup>2</sup>

Dated: New York, New York  
March 17, 2017

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ David M. Zensky  
David M. Zensky  
Erik Preis  
Deborah J. Newman  
Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
New York, New York 10036  
(212) 872-1000 (Telephone)  
(212) 872-1002 (Facsimile)  
apreis@akingump.com  
dzensky@akingump.com  
djnewman@akingump.com

*Counsel to the Second Lien Lender Defendants*

---

<sup>2</sup> The Second Lien Lender Defendants understand the Order to Show Cause to apply only to the Redacted and Sealed Documents currently on the docket at AP Docket numbers 12, 13, 25, 35, 37, 45, 46, and 47. In the event that the public disclosure of any additional documents designated as Confidential or Highly Confidential becomes an issue, the Second Lien Lender Defendants reserve their right to contest any such public disclosure or submit additional briefing respecting any such documents.